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and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
-----X	

**CERTIFICATE OF NO OBJECTION PURSUANT TO 28 U.S.C. § 1746
REGARDING DEBTORS' FORTY-FIRST OMNIBUS OBJECTION TO
PROOFS OF CLAIM AND/OR BALLOTS (RECLASSIFY OR DISALLOW)**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

TO THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to 28 U.S.C. § 1746, and in accordance with this Court's case management procedures set forth in the *Amended Order Implementing Certain Notice and Case Management Procedures*, entered on November 1, 2018 (ECF No. 405) (the "**Amended Case Management Order**"), the undersigned hereby certifies as follows:

1. On December 7, 2021, Sears Holdings Corporation and certain of its affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "**Debtors**"), filed the *Debtors' Forty-First Omnibus Objection to Proofs of Claim and/or Ballots (Reclassify or Disallow)* (ECF No. 10134) (the "**Omnibus Objection**").

2. In accordance with the Amended Case Management Order, the Debtors established a deadline for parties to file responses to the Omnibus Objection (the "**Response Deadline**"). The Response Deadline was set for January 3, 2022, at 4:00 p.m. (prevailing Eastern Time). The Amended Case Management Order provides that pleadings may be granted without a hearing, provided that no objections or other responsive pleadings have been filed on, or prior to, the relevant response deadline and the attorney for the entity who filed the pleading complies with the relevant procedural and notice requirements.

3. The Response Deadline has now passed and, to the best of my knowledge, with respect to the claims identified on **Exhibits 1**, to the proposed order granting the relief requested in the Omnibus Objection (the "**Proposed Order**") a copy of which is annexed hereto as **Exhibit A**, no responsive pleadings have been filed with the Court on the docket of the above-referenced cases in accordance with the procedures set forth in the Amended Case Management Order or served on counsel to the Debtors.

4. A redline of the Proposed Order marked against the version attached to the Omnibus Objection is attached hereto as **Exhibit B**.

5. Accordingly, the Debtors respectfully request that the Proposed Order be entered in accordance with the procedures described in the Amended Case Management Order.

I declare that the foregoing is true and correct.

Dated: January 4, 2022
New York, New York

/s/ Garrett A. Fail

Ray C. Schrock, P.C.

Jacqueline Marcus

Garrett A. Fail

Sunny Singh

WEIL, GOTSHAL & MANGES LLP

767 Fifth Avenue

New York, New York 10153

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Attorneys for Debtors

and Debtors in Possession

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
	: (ECF No. 10134)
-----X	

**ORDER GRANTING DEBTORS' FORTY-FIRST OMNIBUS
OBJECTION TO PROOFS OF CLAIM (RECLASSIFY OR DISALLOW)**

Upon the *Debtors' Forty-First Omnibus Objection to Proofs of Claim (Reclassify or Disallow)*, filed December 7, 2021 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases, pursuant to section 502 under title 11 of the United States Code, and Rule 3007 of the Federal Rules of Bankruptcy Procedures, for an order reducing, reclassifying, and/or disallowing the Claims, all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, (i) the asserted secured and priority claims listed **Exhibit A** are reclassified entirely to general unsecured claims, and (ii) the claims listed on **Exhibit B** are disallowed and expunged in their entirety.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. The Debtors, the Debtors' claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.
5. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, "**Transform**") or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the claims listed on **Exhibit A** or **Exhibit B** hereto, as to which all of Transform's rights and defenses are expressly reserved.

6. The terms and conditions of this Order are effective immediately upon entry.

Dated: _____, 2022
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Reclassified Claims

Debtors' Forty-First Omnibus Objection to Claims and Ballots
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
4.	ALAMENE, HERMON	13624
6.	Anne Arundel County, Maryland	14572
7.	Beauty Gem, Inc.	8813
8.	Boyer, Sheryl L, Estate of (Superior Court, State of Alaska, Fairbanks No: 4FA-19-23PR)	13786
10.	Cain, Vanessa	11063
11.	Charlottesville Fashion Square, LLC	15656
12.	Chestnutt, Terashia	14869
13.	City of Allen, TX - Utility Dept	9882
14.	City of Orange	9253
15.	City of Philadelphia/School District of Philadelphia	7583
16.	City of Trotwood	5783
17.	Columbia Mall Partnership	19532
18.	COOPER, ANNIE	19245
19.	CRABTREE, MICHAEL	19156
20.	DALES, JEAN M	13569
21.	Dilla, William	9514
22.	D-Link Systems, Inc.l	17260
23.	DRAYTON PLAINS (MI), LLC	16569
24.	DUARTE, MARIA ELENA	18319
25.	Easton Suburban Water Authority	17322
		11736
		6044
		10109
26.	Erie Water Works	18676
27.	FB Billerica Realty Investors LLC	16813
28.	Folland, Christopher	9416
29.	Gann, William	9289
30.	GEMMEL, GERALD W	10923
31.	Georgia Self-Insurers Guaranty Trust Fund	14890
32.	Gilbertson, Duwayne and Jenn	8763
33.	GOODLETT, AUDRENE	11181
34.	Green Dot Corporation	18350
35.	Hasino, Souha F	15821
36.	Hastings Utilities NE	10212
38.	Hipshire, Eliane	14915
39.	HOWARD, TELMA	13316
40.	HUNTER, LYNN	11728
41.	Icon DP MD Owner Pool 2 West/Northeast/Midwest, LLP	15822
42.	Icon Owner Pool 1 SF Non-Business Parks, LLC	16162
44.	J.W. Mitchell Company, LLC	9987
45.	JENKINS, ROSELLA M	19579
46.	LARA, MELINDA	13672
47.	LECKY, CAMERON H	17827
48.	Maloney and Bell General Construction, Inc.	16671

Debtors' Forty-First Omnibus Objection to Claims and Ballots
Exhibit 1 - Reclassified Claims

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims to be Reclassified		
Ref #	Name of Claimant	Proof of Claim No. to be Reclassified
49.	MARCOTTE, GEORGE S	10870
50.	Miller, Sheila	9977
51.	MURTHA, LYNDIA R.	11320
52.	Oryom Ventures LLC & DoYa Ventures LLC (2/3 & 1/3 Interest)	14599
53.	PIRIZ, YANET	13129
54.	PORTER, CLAYTON	14201
55.	QUINONES, ELIZABETH	20085
56.	REPLANE, WILLIAM	11865
57.	Richard A. Lewis & Roberta D. Lewis Trust	13593
58.	RICHARDSON, ALEATHEA	10645
59.	RIF III- Avenue Stanford, LLC, a California limited liability company	8483
60.	Rivers, Jared	18771
61.	ROBINS, DESHONA O.	17725
62.	Salazar, Mar Lourdes	15407
63.	SCHUMACHER, SUE	18619
64.	Smith III, Terry Rexall	10234
66.	Township of Belleville	20620
67.	Valdiva Perez, Leticia	8847
68.	Vertical Industrial Park Associates	12512
69.	Waterford Utility Commission (W.U.C., CT)	9976
70.	WILLIAMS, KENYA	19120

Exhibit B

Disallowed and Expunged Claims

Debtors' Forty-First Omnibus Objection to Claims and Ballots
Exhibit 2 - Disallowed Claims and Ballots

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims and Ballots to be Disallowed			
Ref #	Name of Claimant	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed
1.	Adam Levine Productions, Inc.	182353801043202	N/A
2.	AGGRO PACIFIC HAWAII LLC	N/A	7248
5.	Beauty Gem, Inc.	182353801043279	N/A
6.	BLASS, JAY	N/A	1296
		N/A	1931
7.	Broward County	182353801017898	N/A
8.	Burnett Central Appraisal District	182353801018298	N/A
9.	Cain, Vanessa	N/A	11545
10.	ChooMee, Inc.	N/A	4451
11.	City of Cookeville, TN	182353801018333	N/A
12.	City of Mesquite and Mesquite Independent School District	N/A	26387
13.	City of Mesquite Tax Collector	182353801024081	N/A
14.	Cleveland County Tax Collector	182353801024460	N/A
15.	Coca-Cola Consolidated	N/A	17011
16.	Cole, Ronald E. and Martha E.	N/A	17491
17.	Coral-CS Ltd Associates	N/A	17577
18.	DAKS INDIA INDUSTRIES PVT LTD	N/A	26326
19.	Del Amo Fashion Center Operating Co LLC	N/A	17942
20.	DICKMAN, FRANCES R	N/A	17018
21.	Dickman, Frances R	N/A	17484
22.	Express Services, Inc.	N/A	5425
		N/A	7163
		N/A	6964
23.	GAINES, KANDI	N/A	11447
24.	Garcia, Rebecca Belen	N/A	19152
25.	Gee, James	N/A	17476
26.	GRP Equities LLC	N/A	17213
28.	HOLM, JOAN & STANLEY	N/A	17964
29.	Hydraulic and Electromechanic Services and Repairs	N/A	4655
30.	JOHNSON, MARK	N/A	7101

Debtors' Forty-First Omnibus Objection to Claims and Ballots
Exhibit 2 - Disallowed Claims and Ballots

In re: Sears Holdings Corporation, et al.
Case No. 18-23538 (RDD)

Schedule of Claims and Ballots to be Disallowed			
Ref #	Name of Claimant	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed
31.	KNOX COUNTY TRUSTEE	182353801018780	N/A
		182353801025134	N/A
32.	Kopke, Barry D	N/A	788
33.	LEE COUNTY TAX COLLECTOR	182353801025214	N/A
		182353801018782	N/A
34.	LEGGIO, JOSPEH/COLLEEN	N/A	17309
36.	Mayflower Emerald Square, LLC	N/A	16599
37.	MOVEIS K1 LTDA	N/A	14222
38.	Muller, Maria	N/A	17342
		N/A	18004
39.	O'SULLIVAN, NICANORA	N/A	17991
40.	Palm Beach County Tax Collector	182353801025678	N/A
41.	Rietmann, Arthur	N/A	17004
42.	Regional Water Authority	N/A	6894
43.	Rocky Mountain Super Vac, Inc.	N/A	9629
44.	Shawano City Tax Collector	182353801025949	N/A
45.	Simon Property Group, L.P.	N/A	16952
46.	Small Engine and Mower Services, llc	N/A	4654
47.	Stahl, Marilyn	N/A	18388
48.	Superior Sweeping Ltd.	N/A	464
		N/A	19872
49.	SW Corporation dba. Magic Lamp Wholesale	182353801041249	N/A
50.	SWB LDG	N/A	10942
51.	The City of Mesquite and Mesquite Independent School District	182353801018400	N/A
52.	Tosi, Alfred	N/A	17439
53.	U.S. Customs and Border Protection	182353801013594	N/A
54.	VanHook Service Co., Inc.	N/A	14137
		N/A	14156
		N/A	14225
		N/A	14260
55.	VIRGINIA TARTAGLIONE / PETER TARTAGLIONE	N/A	18023
56.	Walsh, Kevin	N/A	18441
57.	Wang, Hongshu	N/A	9583

Debtors' Forty-First Omnibus Objection to Claims and Ballots
Exhibit 2 - Disallowed Claims and Ballots

In re: Sears Holdings Corporation, *et al.*
Case No. 18-23538 (RDD)

Schedule of Claims and Ballots to be Disallowed			
Ref #	Name of Claimant	Ballot No. to be Disallowed	Proof of Claim No. to be Disallowed
58.	Wharton Co Jr Coll Dist	182353801018036	N/A
		182353801018037	N/A
59.	ZURU LLC	182353801021430	N/A

Exhibit B

Redline

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, et al.,	: Case No. 18-23538 (RDD)
	:
Debtors.¹	: (Jointly Administered)
	: <u>(ECF No. 10134)</u>
-----X	

**ORDER GRANTING DEBTORS' FORTY-FIRST OMNIBUS
OBJECTION TO PROOFS OF CLAIM (RECLASSIFY OR DISALLOW)**

Upon the *Debtors' Forty-First Omnibus Objection to Proofs of Claim (Reclassify or Disallow)*, filed December 7, 2021 (the "**Objection**"),² of Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases, pursuant to section 502 under title 11 of the United States Code, and Rule 3007 of the Federal Rules of Bankruptcy Procedures, for an order reducing, reclassifying, and/or disallowing the Claims, all as more fully set forth in the Objection; and the Bankruptcy Court having jurisdiction to consider the Objection and the relief requested therein in accordance with 28 U.S.C. §§ 157(a)-(b) and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Objection

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 1700 Broadway, 19th Floor, New York, New York 10019.

² Capitalized terms not otherwise herein defined shall have the meanings ascribed to such terms in the Objection.

and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Bankruptcy Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief requested in the Objection having been provided, and it appearing that no other or further notice need be provided in accordance with the Amended Case Management Order; and such notice having been adequate and appropriate under the circumstances, and it appearing that other or further notice need be provided; and ~~the Court having held a hearing to consider the relief requested in the Objection on [] (the “Hearing”); and upon the record of the Hearing, and~~ upon all of the proceedings had before the Bankruptcy Court; and the Bankruptcy Court having determined that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; and is in the best interests of the Debtors, their estates, their creditors, and all parties in interest; and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Objection is granted to the extent set forth herein.
2. Pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, (i) the asserted secured and priority claims listed **Exhibit A** are reclassified entirely to general unsecured claims, and (ii) the claims listed on **Exhibit B** are disallowed and expunged in their entirety.
3. This Order shall not be deemed to waive, impair, release, or effect on any claims, causes of action the Debtors may hold against the Claimants, including but not limited to, claims under chapter 5 of the Bankruptcy Code, and all claims and causes of action against such Claimants shall be expressly preserved.
4. The Debtors, the Debtors’ claims and noticing agent, Prime Clerk, and the Clerk of this Bankruptcy Court are authorized to take all actions necessary or appropriate to give effect to this Order.

5. Nothing in this Order or in the Objection (i) constitutes any finding or determination concerning the identification of the agreements that were assumed and assigned to Transform Holdco LLC or any of its affiliates (collectively, “**Transform**”) or the liabilities, if any, associated therewith, or (ii) imposes any obligation on Transform to satisfy any of the claims listed on **Exhibit A** or **Exhibit B** hereto, as to which all of Transform’s rights and defenses are expressly reserved.

6. The terms and conditions of this Order are effective immediately upon entry.

| Dated: _____, 202~~1~~²
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Reclassified Claims

Exhibit B

Disallowed and Expunged Claims